

UNITED NEWS OF INDIA

First with the News

Regd. Office : 9, Rafi Marg, New Delhi - 110 001

E-mail : uninet2009@gmail.com

Websites : http://www.uniindia.com (English)

: http://www.univarta.com (Hindi)

: http://www.uniurdu.com(urdu)



G. M. Secretariat : 23710522 Fax : 23355841
UNI : 23718861
UNIVARTA : 23719417
URDU : 23355840
PHOTO : 23319099
ADMINISTRATION : 23717578
ACCOUNTS : 23718864
COMMUNICATIONS : 23714434
PBX : 23719393

CIN: U92200DL1959NPL003169

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING NO. 1/2020-2021 OF UNITED NEWS OF INDIA WILL BE HELD APROPOS TO THE REQUISITION SUBMITTED VIDE EMAIL DATED MARCH 5, 2021 ("THE REQUISITION DATE") BY THE BELOW MENTIONED REQUISITIONISTS AT THE REGISTERED OFFICE OF THE COMPANY AT 9 RAFI MARG, NEW DELHI - 110001, ON SATURDAY, 3RD DAY OF APRIL, 2021 AT 11.30 A.M.

| Sl. No. | Name of Requisitionists | Percentage of paid-up capital of the Company |
|--------------|---|--|
| 1. | M/s. Manipal Media Network Limited | 5.89% |
| 2. | M/s. Express Publications (Madurai) Limited | 7.86% |
| Total | | 13.75% |

TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

ITEM NO.1: REMOVAL OF MR. VISHWAS TRIPATHI (DIN: 00918241) AS DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 115, 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. Vishwas Tripathi (DIN: 00918241) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies.

RESOLVED FURTHER THAT the above referred resolution has been passed in accordance with the mechanism prescribed by Ministry of Corporate Affairs vide General

1

circular No. 14/2020 dated 8th April, 2020 and General circular No. 17/2020 dated 13th April, 2020 and in compliance with the applicable provisions of the Companies Act 2013 and rules thereof.”

ITEM NO.2: APPOINTMENT OF MR. PAWAN KUMAR SHARMA (DIN:09058587) AS DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152(2) read with Section 169(2) and other applicable provisions if any, of the Companies Act, 2013 and the Rules framed thereunder, Mr. Pawan Kumar Sharma (DIN: 09058587) be and is hereby appointed as Non-Executive Director of the Company.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies.

RESOLVED FURTHER THAT the above referred resolution has been passed in accordance with the mechanism prescribed by Ministry of Corporate Affairs vide General circular No. 14/2020 dated 8th April, 2020 and General circular No. 17/2020 dated 13th April, 2020 and in compliance with the applicable provisions of the Companies Act 2013 and rules thereof.”

**BY ORDER OF THE BOARD
FOR UNITED NEWS OF INDIA**

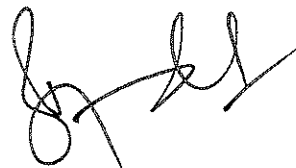


**BINOD KUMAR MANDAL
ADDITIONAL DIRECTOR
DIN: 08814862**

**DATE: 19.03.2021
PLACE: MANIPAL**

NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HERSELF/HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. THE BLANK PROXY FORM IS ENCLOSED. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES TO ATTEND THE MEETING ARE REQUESTED TO SEND TO THE COMPANY. A CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.
3. MEMBERS/PROXIES SHOULD FILL IN THE ATTENDANCE SLIP FOR ATTENDING THE MEETING. MEMBERS ARE REQUESTED TO BRING THEIR ATTENDANCE SLIP.
4. A PROXY IS ALLOWED TO BE APPOINTED UNDER SECTION 105 OF THE ACT TO ATTEND AND VOTE AT A GENERAL MEETING ON BEHALF OF A MEMBER WHO IS NOT ABLE TO ATTEND PERSONALLY. THE APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THOSE MEMBERS WHO ARE ATTENDING THE GENERAL MEETING HELD THROUGH FACILITY OF VC OR OAVM.
5. The Explanatory Statement is enclosed herewith and forms part of this Notice.
6. Shareholders are required to intimate changes in their addresses, if any.
7. On account of threat posed by COVID-19 pandemic situation, the company is sending EGM Notice in electronic form also in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated April 13, 2020 & General Circular No.22/2020 issued by Ministry of Corporate Affairs dated June 15, 2020 :
 - a) Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, shareholders who have not registered their email address and in consequence of the notice could not receive the notice electronically may get their email address registered with the Company by sending a mail to uninet2009@gmail.com in case of any queries, shareholder may write to uninet2009@gmail.com copying to binod.mandal@manipalgroup.info
 - b) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, by writing an email to uninet2009@gmail.com



- c) Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with the Company to enable servicing of notices / documents / Annual Reports electronically to their email address.
 - d) To attend the meeting via video conferencing, the manner of Login shall be sent to the registered email IDs of all Shareholders with the company 24 hours before the meeting.
 - e) As login for attending the meeting will be shared, so far the members are requested to kindly share their register email ID for the same, atleast 48 hours before the meeting.
 - f) To register email id of the members (Members Company should authenticate by mentioning the email on the letterhead and verified by any one Director with rubber stamp thereon. And in case of Individual Members email should be verified by member on A4 sheet or on letterhead) with the UNI or for any kind of assistance and support, please contact Mr. Binod Kumar Mandal, Additional Director of the Company at email ID: uninet2009@gmail.com or call 0820 -220 5376 (during office hours between 10:00 A.M. to 6 P.M.)
 - g) Only those members are allowed to vote who will participate in the Extra Ordinary General Meeting, either physically or through VC/OAVM. If poll will be demanded, the polling paper will be circulated to participating members only through email.
8. Members can send their questions/ queries prior to the date of the meeting by sending an email to uninet2009@gmail.com, Phone No. 0820-220-5376. Members can raise queries/questions regarding Item No 1 specified herein above only. Please avoid any queries which are irrelevant to the topic.



UNITED NEWS OF INDIA

First with the News

Regd. Office : 9, Rafi Marg, New Delhi - 110 001

E-mail : uninet2009@gmail.com

Websites : <http://www.uniindia.com> (English)

: <http://www.univarta.com> (Hindi)

: <http://www.uniurdu.com>(urdu)



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Pursuant to Section 100 of the Companies Act, 2013 read with relevant rules made thereunder, such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting, can call an extraordinary general meeting of the company.

The Company, on March 05, 2021, received a requisition dated February 28, 2021 and special notice as per Section 115 of the Companies Act, 2013, attached herewith and marked as **Annexure-I** (the "Requisition"), under the applicable provisions of the Companies Act, 2013 and the rules framed thereunder for convening an EGM from the following (the "Requisitionists"):

| Sl. No. | Name of Requisitionists | Percentage of paid-up capital of the Company |
|--------------|---|--|
| 1. | M/s. Manipal Media Network Limited | 5.89% |
| 2. | M/s. Express Publications (Madurai) Limited | 7.86% |
| Total | | 13.75% |

Item No. 1

The Requisitionists, have provided the grounds for removal of Mr. Vishwas Tripathi (DIN: 00918241) as Director of the Company in their special notice dated February 28, 2021, as per Section 115 of the Companies Act, 2013. A copy of special notice submitted by the Requisitionists is attached with this notice with a view to provide relevant background concerning item no.1 of Special business to be transacted at the EGM.

It may be noted that, Mr. Vishwas Tripathi (DIN: 00918241) was appointed as Non-executive Additional Director on the Board of the Company on 17th April, 2012. Thereafter, at the 52nd Annual General meeting of the Company held on December 27, 2012, he was re-appointed Director of the Company.

Currently, all the Board Members are Non-Executive members. The Board of Directors under the Chairmanship of Mr. Tripathi, had resolved to form Empowered Committee ("Committee") and other sub committees thereof. The object of forming the Committee was to effectively manage the affairs of the Company and to suggest various avenues to increase the revenue of the Company. Further, also to investigate and to find out any irregularities in the system. A detailed charter was formed and approved by the Board with respect to functioning of the Committees and Mr. Pravesh Mishra had been requested to chair the Committee on honourary basis for the time being.

The Board members were informed by Mr. Pravesh Mishra, Chairman of Empowered Committee vide e-mail dated January 19, 2021 regarding certain financial irregularities involving the Ex-Editor Univarta in connivance with Mr. Tripathi, the then Chairman of the Board of UNI.

The findings of the Committee were alarming specifically w.r.t two agreements which have been signed and executed at the behest / direction of Mr. Tripathi without having any appropriate authority in this regard, one with Mavcomm and another with Awdhesh Tiwari, Founder of the Green Maven Productions. It has been found by the Committee

- i. that agreement with Mavcomm had been used as a tool of siphoning of money in the name of website development and
- ii. The agreement with GMP is unusual, against the interest of the Company.

Apropos to the aforesaid email, one of the Board Members (Mr. Sagar Mukhopadhyay) proposed that the same should be discussed in the forthcoming Board Meeting and explanation should be given against the findings of the Committee by Mr. Tripathi. However, surprisingly, Mr. Tripathi, puffed up with conceit, issued a legal notice to Mr. Sagar Mukhopadhyay, threatening him to remove from the Board. Copy of the said Show cause notice is enclosed herewith **Annexure-II**. Needless to say, such act was arbitrary and capricious in nature and which was issued with a mala-fide intention of deterring Mr. Sagar Mukhopadhyay from bringing the findings of the Empower Committee to the notice of the Board for discussions, where the findings unravel his involvement in financial irregularities.

Looking at these developments, it may be noted that the Board of Directors have also lost their trust and faith in Mr. Tripathi. Further, it has been found that, even being a Non-Executive honorary Director, he has assumed executive powers and has acted upon on numerous occasions without having being delegated any specific authority(ies) to him. The Board, in its collective wisdom, have taken the decision to



remove Mr. Tripathi as Chairman of the Board, by passing a resolution by Circulation on March 13, 2021, and have appointed Mr Sagar Mukhopadhyay (DIN: 03037722) as Chairman of the Board of Directors, adhering to the provisions of Companies Act, 2013 and Rules made thereunder. Consequently, the Board of Directors at their meeting held on March 18, 2021, has unanimously noted and confirmed the aforesaid Resolution by circulation and have resolved to propose the removal of Mr. Tripathi as Director. The Board had felt that the removal of Mr. Tripathi was absolutely necessary for the future wellbeing of the Company. Mr. Tripathi's conduct has caused enormous harm to the Company and its stakeholders, including employees and shareholders.

The Board of Directors of the Company are in agreement with the requisitionists, regarding the removal of Mr. Tripathi, as Director of the Company, as the same would be in the best interests of the Company.

Under Section 169(4) of the Companies Act, 2013, the Director sought to be removed can make a representation in the manner stated therein.

The Board recommends the Ordinary Resolution set out as Item Number 1 of the Notice for approval by the Shareholders.

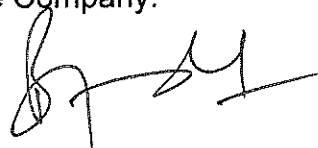
Other than Mr. Vishwas Tripathi, none of the other directors of the Company or their respective relatives are concerned or interested in the resolutions set out in the notice.

Item No. 2

Pursuant to the vacancy to be created if Mr. Vishwas Tripathi (DIN: 00918241) has been removed, it was proposed by the Requisitionists in their Special notice dated February 28, 2021, to appoint Mr. Pawan Kumar Sharma (DIN: 09058587) as Non-Executive Director of the Company with effect from the date of this Meeting.

The Company has received a consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013 forming part of Special notice dated February 28, 2021.


Consequently, the Board of Directors at their meeting held on March 18, 2021, has unanimously resolved to propose the appointment of Mr. Pawan Kumar Sharma (DIN: 09058587) as Non-Executive Director of the Company.



None of the Directors/ Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, financially or otherwise, in the resolution set out as Item Number 2 of the Notice.

The Board recommends the Ordinary Resolution set out as Item Number 2 of the Notice for approval by the Shareholders.

**BY ORDER OF THE BOARD
FOR UNITED NEWS OF INDIA**



**BINOD KUMAR MANDAL
ADDITIONAL DIRECTOR
DIN: 08814862**

**DATE: 19.03.2021
PLACE: MANIPAL**

Form No. MGT-11**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Corporate Identity Number : U92200DL1959NPL003169
Name of the company : United News of India
Registered office : 9, Rafi Marg, New Delhi - 110001

| | |
|------------------------|--|
| Name of the member (s) | |
| Registered address | |
| E-mail Id | |
| Folio No/ Client Id | |
| DP ID | |

I/We, being the member (s) of shares of the above-named company, hereby appoint

1.

| | |
|-----------|--|
| Name | |
| Address | |
| E-Mail ID | |
| Signature | |

or failing him,

2.

| | |
|-----------|--|
| Name | |
| Address | |
| E-Mail ID | |
| Signature | |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting No. 1/2020-2021 of the Company at the requisition to be held on Saturday the 3rd April, 2021 at the Registered Office at 9, Rafi Marg, New Delhi - 110001, at 11.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sl. No. | Description |
|---------|---|
| | Special Business |
| 1 | REMOVAL OF MR. VISHWAS TRIPATHI (DIN: 00918241) AS DIRECTOR OF THE COMPANY |
| 2 | APPOINTMENT OF MR. PAWAN KUMAR SHARMA (DIN:09058587) AS DIRECTOR OF THE COMPANY |

Signed this..... day of..... 2021
Signature of Proxy holder(s):
shareholder:

Signature of

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

UNITED NEWS OF INDIA
 CIN: U92200DL1959NPL003169
 Registered office: 9, Rafi Marg, New Delhi - 110 001

ATTENDANCE SLIP

Sr. No.....

| | |
|--|--|
| Registered Folio No/ Client Id and DP Id | |
| Name and address of the Member(s) | |
| Joint Holder 1 | |
| Joint Holder 2 | |
| No. of Shares | |

I/we record my/ our presence at the Extra Ordinary General Meeting No. 1/2020-2021 of the Company on the requisition to be held on Saturday the 3rd April, 2021 at the Registered Office at 9, Rafi Marg, New Delhi - 110001, at 11.30 A.M.

.....
 Member's / Proxy's name in Block Letters

Member's /Proxy's Signature

Note:

1. please fill the name and sign this Attendance Slip and deposit the same with the Company officials at the venue of the Meeting.
2. Shareholders are requested to advise, indicating their Folio Nos., the change in their address, if any, to the Company.

February 28, 2021

To,
The Board of Directors
United News of India
9, Rafi Marg,
New Delhi - 110001

Sirs,

Subject: Issue of Special Notice and Requisition pursuant to Section 100, 115, 152 & 169 and other related provisions of the Companies Act, 2013 for convening an Extraordinary General Meeting of the shareholders of M/s. United News of India - Reg.

We, undersigned, would like to state that:

1. M/s. Manipal Media Network Limited is a shareholder of United News of India ("UNI") and holds, as on the date of this letter, 600 Equity shares representing 5.89% of the paid-up Equity share capital of UNI.
2. M/s. Express Publications (Madurai) Limited is a shareholder of United News of India ("UNI") and holds, as on the date of this letter, 801 Equity shares representing 7.86% of the paid-up Equity share capital of UNI.
3. Pursuant to Section 100(2)(a), 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, we submit this requisition to you for convening an Extraordinary General Meeting (EGM) of the shareholders of UNI in the manner prescribed under applicable law, ***within fourteen days [clause 62(2) of AoA] of the receipt of the notice, in absence thereof we shall ourselves call the EGM to consider and pass the following Ordinary Resolution with or without modifications:***

Item No.1

REMOVAL OF MR. VISHWAS TRIPATHI (DIN: 00918241) AS DIRECTOR OF THE COMPANY

To pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed:

[Handwritten signature]

[Handwritten signature]

thereunder, Mr. Vishwas Tripathi be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies."

Item No.2

APPOINTMENT OF MR. PAWAN KUMAR SHARMA (DIN:09058587) AS DIRECTOR OF THE COMPANY:

To pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152(2) read with Section 169(2) and other applicable provisions if any, of the Companies Act, 2013 and the Rules framed thereunder, Mr. Pawan Kumar Sharma (DIN:09058587) be and is hereby appointed as Non-Executive Director of the Company.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies".

Although therein no such requirement, legally or otherwise for the benefit of the stakeholders, the following may be noted:

- a. Considering the recent development involving the Company, in our view Mr. Vishwas Tripathi (Non-Executive Director) has not satisfactorily exercised his fiduciary duties towards all shareholders and failed to maintain expected levels of corporate governance.
- b. Mr. Sagar Mukhopadhyay, Nominee Director of M/s. Manipal Media Network Limited, has been informed by the Mr. Pravesh Mishra, Chairman of Empowered Committee vide e-mail dt.19.01.2021 (copy attached) w.r.t two agreements which have been signed and executed by Mr. Tripathi without

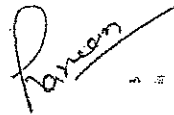
having any appropriate authority in this regard with Mavcomm and another with Awdhesh Tiwari, Founder of the Green Maven Productions. It has been alleged by the Committee that Mavcomm agreement has been used as a tool of siphoning of money in the name of website development and second agreement with GMP is unusual and against the interest of the company.

- c. Therefore we, being the shareholders do hereby call upon to explain that why should not he be removed, and further investigation related thereto should be initiated against him.
4. Please treat the above as special notice under Section 152, 169(2), read with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder for the aforesaid purpose.
5. We have enclosed herewith as Annexure-I information about the proposed Non-Executive Director to be appointed to be included in the explanatory statement to the Extraordinary General Meeting of the Shareholders.
6. In addition to the above, please also find enclosed the following documents as Annexure-II from the proposed Director:
- (i) Self-certified identification proof
 - (ii) Self-certified proof of address
 - (iii) Form DIR-2 - Consent to act as a Director of the Company
 - (iv) Form DIR-8 - Intimation by Director
 - (v) Form MBP-1 - Notice of interest of Director

Your faithfully,

For Manipal Media Network Limited.

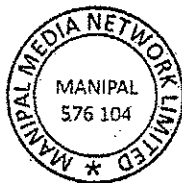
For Express Publications (Madurai) Limited



Praveen Kumar Tyagi
Company Secretary



Avnishi Singh
Authorised Signatory
Authorised Signatory
Express Publications (Madurai) Pvt. Ltd.
3rd Floor, Express Building, 9/10,
B.S.Z. Marg, New Delhi-11002



Praveen Tyagi

From: Binod Kumar Mandal <binod.mandal@manipalgroup.info>
Sent: 01 February 2021 10:52
To: 'Praveen Tyagi'
Subject: FW: Most Urgent :Observations and Reports regarding 2 Agreements
Attachments: SI_No_6_Eligibility_Documents_Livestreaming.pdf; CamScanner 01-19-2021 14.35.53.pdf; Annexure_1_Documents.pdf; CamScanner 01-19-2021 14.42.59.pdf

FYI

From: Sagar Mukhopadhyay <sagar@manipalgroup.info>
Date: Monday, 1 February 2021 at 10:37 AM
To: Binod Kumar Mandal <binod.mandal@manipalgroup.info>
Subject: FW: Most Urgent :Observations and Reports regarding 2 Agreements

From: Pravesh Mishra <praveshjournalist@gmail.com>
Date: Tuesday, 19 January 2021 at 3:23 PM
To: Vishwas Tripathi <tripathi8494@gmail.com>, <tripathivishwas8@gmail.com>, <sumeetm70@gmail.com>, <sumeet@navabharat.com>, <sagar@manipalgroup.info>
Subject: Most Urgent :Observations and Reports regarding 2 Agreements

From

Pravesh Kumar Mishra
Chairman- Empowered Committee
UNI, Delhi

The Chairman and All Members
Board Of Directors
UNI

Sub: Note about the deliberations of Empowered Committee members on the issue of the two agreements- one with Mavcomm and another with Awdhesh Tiwari, Founder of the Green Maven Productions

Sir,

The Committee Members have scrutinized and looked into all the documents provided by the erstwhile local management with regard to the two agreements signed on July 13, 2020, one with Mavcomm run by Mr. Siddhartha Upadhyay for website development of UNI (English) and another one with Mr. Awdhesh Tiwari, the Founder and Director of Green Maven Productions, for the audio and video productions of events.

After going through and deliberated upon all the terms and conditions and other related issues with their prospects and ramifications too, the Committee submitted its full report in a weekly meeting held on January 18 at 1430, for both the agreements.

After receiving reports, signed by the members, I, being the Chairman of the Committee, discussed all the points raised with valid reasons. The members replied to my queries in detail. Now I put my opinion below with the recommendations for your kind perusal.

1. The agreement with Mavcomm is a tool of siphoning of money in the name of website development as the company is not in a condition to spend lakhs of rupees on only one website. Moreover, as per the rules of the maintenance of the website, the invoice raised by the company is totally against the set practice and out of definitions of the same as the maintenance of a website only starts when the website is live. This shows the misappropriation of money by the man, who has been appointed to devise the strategy for the betterment of the organization. A person, who was empowered to strategize the financial mobilization for UNI, has started to earn for his company from this sick organization.

2. The second agreement with GMP is unusual and against the interest of the company as Mr. Tiwari has been misusing the brand of UNI for several years. The documents provided by the local management for the DIP bid, which were endorsed and substantiated by the Editor, Mr. Ashok Upadhyay with his signature and seal tells the whole story. Mr. Tiwari got several work orders from WBR Corp, a London based event management company, in the name of UNI since 2016, when he or his company was not in agreement with UNI. This shows the financial irregularities done by GMP without agreement and the Board should look into the matter that who is the beneficiary of the whole episode and at whom behest he did the same. This is an economic offence and should be dealt with the laws of the land.

Regards.

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: <http://www.uniurdu.com>(urdu)



Annexure-II

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CIN: U92200DL1959NPL003169

WITHOUT PREJUDICE

March 11, 2021

Mr. Sagar Mukhopadhyay
Nominée Director (Representing M/s. Manipal Media Network Limited)
Nisarga 4-331, Ashok Nagar
80 BadagabettuUdupi - 576104
Karnataka
E-mail ID: sagar@manipalgroup.info

Subject: Special notice and requisition for Convening an Extraordinary General Meeting ('EOGM') of the shareholders of M/s. United News of India ('UNI')

Dear Mr. Sagar,

I am writing on behalf of United News of India ('UNI') in the capacity of Chairman of the Board, seeking your explanation on breach of fiduciary duty, entrusted to you as a Director by the statute, by circulating confidential and classified document / information to third parties including but not limited to one Mr. Binod Mandal, Mr. Parveen Kumar Tyagi and other unknown persons which was circulated by Mr. Pravesh Kumar Mishra (Chairman - Empowered Committee, UNI) to all the Directors of UNI including yourself vide e-mail dated January 19, 2021 with the subject "*Most Urgent: Observations and Reports regarding 2 Agreements*".

The aforesaid report and observations of the Empowered Committee (constituted by the Board), were meant for deliberations of Board Members in their meeting but you shared that confidential and classified document / information with third parties without the authority of Board in order to achieve some mala-fide objectives.

On receipt of the aforementioned confidential and classified document / information shared by you as per the trail mail, an alleged special notice and requisition for convening an Extraordinary General Meeting ('EOGM') signed by Mr. Praveen Kumar Tyagi [on behalf of Manipal Media Network Limited] and Mr. Avnish Singh [on behalf of Express Publications (Madurai) Limited] was lodged vide e-mail dated March 05, 2021.

As stated earlier, the report and observations regarding 2 agreements forwarded by Mr. Pravesh Kumar Mishra to the Directors of UNI was not otherwise available for circulation to any third party other than Directors. However, with your connivance, the special notice was prepared forming an opinion for removal of a Director (Mr. Vishwas Tripathi) even before the Board had an opportunity to review and discuss the contents of the said report. It would not be out of context to mention here that the said report is factually incorrect and biased.

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It is pertinent to state that the Company which nominated you on the Board of UNI had filed a Company Petition before the Hon'ble National Company Law Tribunal, Principal Bench ('NCLT') bearing C.P. No. 27/241/242/PB/2021 but the same was unconditionally withdrawn on 25.02.2021. The issue of removal of the aforementioned Director was raised before NCLT in said Company Petition and it cannot be agitated again by sending a requisition.

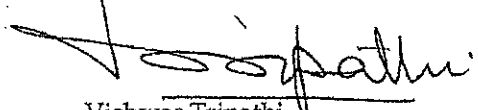
You have been acting in a manner that is prejudicial not only to UNI but also to its shareholders. Your actions tantamount to breach of fiduciary duty and breach of trust reposed in you by the shareholders of UNI. Consequently, your continuation as Director has become untenable and accordingly, your resignation from the Board would be in the interest of UNI and its stakeholder.

You are requested to provide explanation to the Board for your conduct within a period of 5 days from the date of receipt of this communication failing which we shall be compelled to take appropriate legal action for your removal as may be advised.

If you ignore this communication then it shall be at your cost and consequences.

Yours faithfully,

For United News of India



Vishwas Tripathi
Chairman - UNI Board of Directors
DIN: 00918241